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Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.  
08-13555 (JMP)  
(Jointly Administered)**

**SIXTH SUPPLEMENTAL AFFIDAVIT OF HARVEY R. MILLER  
ON BEHALF OF WEIL, GOTSHAL & MANGES LLP PURSUANT  
TO SECTIONS 327, 328(a), 329 AND 504 OF THE BANKRUPTCY  
CODE AND RULES 2014(a) AND 2016(b) OF THE BANKRUPTCY RULES**

STATE OF NEW YORK                    )  
  )     ss:  
COUNTY OF NEW YORK            )

Harvey R. Miller, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“Weil”). I submit this affidavit to supplement the affidavits I have previously submitted on behalf of Weil, sworn to on October 8, 2008 (the “Original Affidavit”) [Docket No. 758], March 4, 2009 (the “Supplemental Affidavit”) [Docket No. 2985], August 12, 2009 (the “Second Supplemental Affidavit”) [Docket No. 4779], March 30, 2010 (the “Third Supplemental Affidavit”) [Docket No. 7904], July 21, 2010 (the “Fourth Supplemental

Affidavit”) [Docket No. 10358], and September [], 2010 (the “Fifth Supplemental Affidavit,” and together with the Original Affidavit, the Supplemental Affidavit, the Second Supplemental Affidavit, the Third Supplemental Affidavit, and the Fourth Supplemental Affidavit, the “Previous Affidavits”) in support of the engagement of W by Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries (collectively, the “Debtors”) in connection with the above-captioned cases filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on September 15, 2008 (the “Commencement Date”) and thereafter.

2. Unless otherwise stated herein, I have personal knowledge of the facts set forth in this affidavit. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional party in interest information becomes available to it, a further supplemental affidavit reflecting such amended or modified information will be submitted to the Court.

**Weil’s Connections with Parties in Interest  
in Matters Unrelated to these Chapter 11 Cases**

3. As previously disclosed, Weil has represented, currently represents, and may represent in the future, various entities or their affiliates in matters unrelated to the pending chapter 11 cases. Since filing the Fifth Supplemental Affidavit, Weil has become aware of additional parties in interest in these chapter 11 cases with whom Weil has, or may have, connections as described below. Most of these additions are entities that may be parties in interest in the above captioned chapter 11 case (the “Potential Parties In Interest”) and that Weil has included in its disclosure procedures out

of an abundance of caution. Certain of the entities included in this affidavit were previously disclosed under other categories in the Previous Affidavits.

4. The categories of connections are: (i) Potential Parties In Interest, or affiliates thereof, for which Weil has performed services within the last two (2) years and whose engagement remains open ("Current Clients"); (ii) Potential Parties In Interest, or affiliates thereof, for which Weil has performed services in the past two (2) years and with respect to which Weil's engagement has been formally closed ("Former Clients"); (iii) Potential Parties in Interest, or affiliates thereof, for which a Weil engagement has been opened for at least six (6) months but for which no attorney time has been billed ("Potential Clients"); and (iv) Potential Parties in Interest, or affiliates thereof, who have a substantive relationship to a matter for which Weil performed services for a Current or Former Client, or affiliate thereof within the last two years ("Related Entities"). All client connections were diligently reviewed by an attorney working under my supervision. Based on such review, as to each connection Weil does not hold or represent an interest that is adverse to the Debtors' estates.

**Current Clients**

5. Weil has performed services within the past two (2) years for the Current Clients, described below, or their affiliates, in matters unrelated to the Debtors:

Matched Entity	Relationship to the Debtors	Relationship to Weil
BNP Paribas Wealth Management (Hong Kong Branch)	Potential Party in Interest	Affiliate of Current Client
Carlyle Mortgage Capital, LLC	Potential Party in Interest	Affiliate of Current Client
Cerberus Series Four Holding, LLC	Potential Party in Interest	Affiliate of Current Client

<b>Matched Entity</b>	<b>Relationship to the Debtors</b>	<b>Relationship to Weil</b>
CIT Bank	Potential Party in Interest	Affiliate of Current Client
CIT group / Equipment Financing, Inc.	Potential Party in Interest	Affiliate of Current Client
CIT Healthcare LLC	Potential Party in Interest	Affiliate of Current Client
CIT Lending Services Corp.	Potential Party in Interest	Affiliate of Current Client
Citibank Espana, S.A.	Potential Party in Interest	Affiliate of Current Client
Dechert LLP	Potential Party in Interest	Current Client
Fidelity National Title Insurance Company	Potential Party in Interest	Affiliate of Current Client
Fortis Bank (Hong Kong Branch)	Potential Party in Interest	Affiliate of Current Client
HSBC Trinkaus & Burkhard (International) S.A.	Potential Party in Interest	Affiliate of Current Client
INVISTA Textiles (U.K.) Limited Pension Plan	Potential Party in Interest	Affiliate of Current Client
LEGG Mason US\$ Core Bond Fund	Potential Party in Interest	Affiliate of Current Client
MF Global UK Limited	Potential Party in Interest	May be Affiliate of Current Client
Merrill Lynch Credit Products, LLC	Potential Party in Interest	Affiliate of Current Client
Merrill Lynch Japan Finance Co., Ltd.	Potential Party in Interest	Affiliate of Current Client
Monarch Master Funding Ltd.	Potential Party in Interest	Affiliate of Current Client
Morgan Stanley Alpha Advantage European Fixed Income Fund	Potential Party in Interest	Affiliate of Current Client
Morgan Stanley Institutional Fund Trust, Municipal Portfolio	Potential Party in Interest	Affiliate of Current Client
Oaktree Opportunities Fund VIII (Parallel 2), L.P.	Potential Party in Interest	Affiliate of Current Client
Oaktree Opportunities Fund VIII (Parallel), L.P.	Potential Party in Interest	Affiliate of Current Client
Oaktree Opportunities Fund VIII, L.P.	Potential Party in Interest	Affiliate of Current Client
OCM Opportunities Fund VIIb (Parallel), L.P.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
OCM Opportunities Fund VIIb, L.P.	Potential Party in Interest	Affiliate of Current Client
Ontario Teachers' Pension Plan Board	Potential Party in Interest	Current Client
Provident Fund Meitav Chisachon Gemel	Potential Party in Interest	May be Affiliate of Current Client
Provident Fund Meitav Chisachon Pizium	Potential Party in Interest	May be Affiliate of Current Client
Raiffeisenbank Oberdrautal – Weissensee	Potential Party in Interest	Affiliate of Current Client
RBC Capital Markets Corporation	Potential Party in Interest	Affiliate of Current Client
Standard & Poor's (f/k/a/ Standard & Poor's Corporation)	Potential Party in Interest	Current Client
Stone Tower Credit Master Fund, Ltd.	Potential Party in Interest	Affiliate of Current Client
Van Kampen Corporate Bond Fund	Potential Party in Interest	Affiliate of Current Client
Van Kampen Equity and Income Fund	Potential Party in Interest	Affiliate of Current Client
Van Kampen International Growth Fund	Potential Party in Interest	Affiliate of Current Client
The Varde Fund, L.P.	Potential Party in Interest	Affiliate of Current Client

6. Weil has not, does not, and will not represent any of the Current Clients or their respective affiliates or subsidiaries in connection with the pending chapter 11 cases or in any other matters adverse to the Debtors.

#### **Related Entities**

7. Weil has determined that the following entities, or their affiliates, are Related Entities:

Matched Entity	Relationship to the Debtors	Relationship to Weil
AIM Core Bond Fund	Potential Party in Interest	May be Related to Current Client
AIM High Yield Fund	Potential Party in Interest	May be Related to Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
AIM Income Fund	Potential Party in Interest	May be Related to Current Client
AIM Libor Alpha Funds	Potential Party in Interest	May be Related to Current Client
AIM Short Term Bond Fund	Potential Party in Interest	May be Related to Current Client
AIM V.I. Basic Balanced Fund	Potential Party in Interest	May be Related to Current Client
AIM V.I. Diversified Income Fund	Potential Party in Interest	May be Related to Current Client
AIM V.I. High Yield Fund	Potential Party in Interest	May be Related to Current Client
CVI GVF Luxembourg Twelve S.a.r.l.	Potential Party in Interest	Affiliate is Related to Current Client
Invesco Aim Advisors, Inc.	Potential Party in Interest	Affiliate is Related to Current Client
Pensionskasse Unilever Schweiz	Potential Party in Interest	Affiliate may be Related to Current Client
Silver Lake Credit Fund, L.P.	Potential Party in Interest	Affiliate is Related to Current Client
Willow Re Ltd.	Potential Party in Interest	May be Related to Current Client

8. To the extent any additional Related Entities become Potential Parties In Interest during the pendency of these chapter 11 cases, Weil will make the appropriate supplemental disclosures to the Court.

### **Xanadu**

9. As set forth in the Fourth Supplemental Affidavit, on December 11, 2009, certain of LBHI's wholly-owned, non-debtor subsidiaries transferred their general partnership interests in Lehman Brothers Real Estate Mezzanine Partners, L.P. and Lehman Brothers Real Estate Mezzanine Partners II, L.P. (the "Investment Funds") to unrelated third parties, PCCP, LLC and certain of its affiliates (collectively, "PCCP"). LBHI continues to hold a 20% limited partnership interest in the Investment Funds.

10. Prior to the Commencement Date, a subsidiary of the Investment Funds (the “Subsidiary”), participated in the extension of a loan (the “Loan”) to an entity called ERC 16W Limited Partnership (the “Borrower”), as part of a syndicate of financial institutions (the “Syndicate”). The Loan was advanced in connection with the development of a sports and entertainment complex in East Rutherford, New Jersey commonly referred to as Xanadu. The participation held by the Subsidiary represented approximately 40% of the Loan and the Subsidiary participated out approximately 50% of its percentage of the Loan to LB Xanadu LLC (“LB Xanadu”), an indirect fourth tier subsidiary of LBHI.

11. In connection with the Loan, assertions have been made that the Subsidiary breached certain funding obligations. The assertions were the subject of certain litigation instituted by the Borrower which, we understand, has been dismissed. Neither LBHI nor LB Xanadu has any direct contractual relationship with the Borrower with respect to the Loan and were not named as parties in such litigation. Weil did not represent any party in the litigation.

12. Weil has been engaged to represent the Syndicate, together with co-counsel, with respect to the Loan, including with respect to the exercise of remedial rights. Weil will not represent the Syndicate in litigating any claim the Syndicate may have against PCCP, the Investment Funds, or any Lehman entity.

13. As set forth in the Fourth Supplemental Affidavit, Weil continues to advise PCCP and the Investment Funds with respect to certain aspects of their businesses unrelated to the Loan.

**Lehman Brothers Real Estate Partners**

14. On December 23, 2009, certain of LBHI's wholly owned non-debtor subsidiaries entered into a transaction agreement (the "Transaction Agreement") with certain members of the management team (the "Management Group") of Lehman Brothers Real Estate Partners, L.P., Lehman Brothers Real Estate Partners II, L.P., and Lehman Brothers Real Estate Partners III, L.P. (collectively, the "LBREP Funds"). The transactions contemplated by the Transaction Agreement closed on May 29, 2010. Pursuant to the Transaction Agreement, certain of LBHI's wholly-owned non-debtor subsidiaries sold control of, and the right to receive management fees in respect of, the LBREP Funds. Lehman retained a limited partnership stake in the LBREP Funds and was represented by Weil in connection with this transaction.

15. Prior to the Commencement Date, Weil represented the LBREP Funds in a number of real estate-related transactions. As a result of such representations, Weil has acquired substantial knowledge of the LBREP Funds' businesses and operations. The Management Group has requested that Weil continue to represent the LBREP Funds with respect to new and existing matters.

16. Weil has obtained conflicts waivers from the LBREP Funds with respect to all current and future matters in which Weil represents Lehman in matters where Lehman is adverse to the LBREP Funds.

**Other Representations**

17. As disclosed in the Previous Affidavits, prior to the Commencement Date, it was common for Weil to be engaged by the Debtors or their affiliates in situations where, pursuant to a contractual arrangement, Weil provided



services to the Debtors or their affiliates but a third party was responsible, by direct obligation or as a reimbursement, for Weil's fees and expenses (the "Indirect Payment Representations"). A list of the third parties who have made such payments and who have not previously been disclosed by Weil, is attached hereto as Exhibit A. To the extent that Weil enters into any additional Indirect Payment Representations during the pendency of these chapter 11 cases, Weil will make the appropriate supplemental disclosures to the Court.

18. Weil does not hold or represent an interest that is adverse to the Debtors' estates, and Weil is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

19. The foregoing constitutes the fifth supplemental statement of Weil pursuant to section 327 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

Dated: October 26, 2010  
New York, New York

/s/ Harvey R. Miller  
Harvey R. Miller  
Weil Gotshal & Manges LLP

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 26th day of October, 2010.

/s/ Joanne C. Pflaum  
Notary Public

Joanne C. Pflaum  
Notary Public, State of New York  
No. 4848238  
Qualified in Nassau County  
Commission Expires September 30, 2013

**Exhibit A**

(Indirect Payment Representations)

Veyance Technologies, Inc.
EPD Holdings, Inc.
Precision Partners, Inc.
Precision Partners Holding Co.
The Electromac Group, Inc.